

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746
REGARDING DEBTORS' FORTY-SEVENTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM (RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On May 26, 2022, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Forty-Seventh Omnibus Objection to Proofs of Claim (Reclassify or Disallow Retiree Claims)* (ECF No. 10456) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for June 16, 2022, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** and **Exhibit 2** to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: June 17, 2022
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors. ¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

Upon the *Debtors' Forty-Seventh Omnibus Objection to Proofs of Claim (Reclassify or Disallow Retiree Claims)*, filed on May 26, 2022 (ECF No. 10456) (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order, section 502 of the Bankruptcy Code, and Bankruptcy Rule 3007, (i) each proof of claim listed on **Exhibit 1** annexed hereto is reclassified in its entirety to a general unsecured claim, and (ii) each proof of claim listed on **Exhibit 2** annexed hereto is disallowed and expunged in its entirety.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to,

claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2022
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Reclassified Claims

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
1.	Allaire Jr., Roy J.	Not Specified	22921	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
2.	Allen, Garnet	Not Specified	25059	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
3.	Amrein, Richard F.	Not Specified	21294	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
4.	Betty Lee Payne Estate	Payne, Betty	25684	Priority	Below threshold for Sears Retiree Class Membership
5.	Bowes, Mary R.	Not Specified	23208	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
6.	Bradley, Lisa L.	Not Specified	26546	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
7.	Brower, Norma	Not Specified	24762	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
8.	Brown, Dorothy M	Not Specified	23957	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
9.	Burke, Joan F	Not Specified	26576	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
10.	Cameron, Catherine	Not Specified	21699	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
11.	Campbell, William A	Not Specified	25135	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
12.	Carter, Flo (Florence)	Not Specified	22277	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
13.	Cassel Jr, Walter C	Not Specified	22681	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
14.	Castellana, John E	Not Specified	22257	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
15.	Childers, Ethel Idell	Not Specified	24868	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
16.	Churchwell, Doris J.	Not Specified	21364	Priority / Secured / 503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
17.	Cinquanto, Raymond D	Not Specified	21768	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
18.	Cornelius, Brenda	Paulk, Leonard	25343	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
19.	Cronin, John	Not Specified	23604	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
20.	Crump, Eleanor	Not Specified	24836	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
21.	Darlington, Mary	Darlington, Mary	22912	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
22.	Davis Jr, Irvin W	Not Specified	24630	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
23.	Dechicco, Philip R.	Not Specified	25102	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
24.	Dechicco, Philip R.	Not Specified	25103	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
25.	D'Eugenio, Evelyn	Not Specified	22377	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
26.	Donahue, Floretta S.	Not Specified	24935	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUC

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
27.	Donna Rangel For The Estate Of Imogene Gorer	Not Specified	24993	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
28.	Dunks, Wallace Edwin	Not Specified	20995	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
29.	Estate of Alma J. Anderson	Anderson, Elma	23050	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
30.	Estate of Dupree Leon Cape	Cape, Dupree	24586	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
31.	Estes, Kelsay Anne	Not Specified	21122	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
32.	Finley, Linzie	Not Specified	25176	Secured/Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
33.	Finley, Thelma Louise	Not Specified	21923	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
34.	Gallop, Wilma J.	Not Specified	24485	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
35.	Garland, Kathryn J.	Not Specified	23038	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
36.	Gervasi, Dorothy C.	Not Specified	25571	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
37.	Golding, Charles M.	Not Specified	22011	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
38.	Goodlow, Alphonse	Not Specified	25886	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
39.	Gordon, Gloria M	Not Specified	25554	Priority/503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
40.	Gravelle, Arthur P.	Not Specified	21499	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
41.	Gremlin, Eileen	Not Specified	20670	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
42.	Griffin, Dwight H.	Not Specified	23942	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
43.	Guillermo, Leona	Not Specified	23278	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
44.	Guiseppe, Catherine M	Not Specified	23460	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
45.	Guttman, Robert S	Not Specified	20580	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
46.	Hall, Gloria	Not Specified	24978	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
47.	Hamlin, Carl	Not Specified	23582	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
48.	Hamlin, Carl	Not Specified	24933	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
49.	Hamlin, Carl Lee	Not Specified	23527	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
50.	Harmon, Jane	Harmon, Jane	23367	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
51.	Harper, Robert	Not Specified	24211	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
52.	Hayashida, Patsy	Not Specified	24474	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
53.	Heinz, H. Peter	Not Specified	21844	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
54.	Henderson, Betty	Not Specified	21090	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
55.	Henson, Adrienne	Johnson, Eula	22395	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
56.	Higgins, William W.	Not Specified	26181	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
57.	Izzo, Anthony V.	Not Specified	25286	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
58.	Jessop, Judith A.	Not Specified	26188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
59.	Jones, Deniece	Not Specified	23682	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
60.	Kampman, Carolyn Sue	Not Specified	25232	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
61.	Karlen, Frank Wayne	Not Specified	22108	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
62.	Kathleen G. Maj Revocable Trust	Maj, Kathleen	21561	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
63.	Kirchoff, Clarence	Kirchoff, Clarence	25419	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
64.	Kirkpatrick, Erna	Not Specified	23443	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
65.	Koehler Jr., Albert A	Not Specified	23271	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
66.	Kosobud, Kenneth Eugene	Not Specified	21335	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
67.	Kroll, Marlene F.	Not Specified	25397	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
68.	Krones, John L.	Not Specified	25107	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
69.	L.A. Low	Not Specified	25680	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
70.	Lamantia, Loretta	Not Specified	23074	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
71.	Lesher, Donna L	Not Specified	25098	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
72.	Licata, Mary J	Not Specified	23534	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
73.	Lillian Malko Trust	Malko, Lillian	24553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
74.	Lindsley, Ernestine M	Not Specified	25855	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
75.	Lunsford, Charles E	Not Specified	22649	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
76.	Mack, Virginia	Not Specified	23353	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
77.	Mampel, Elsa L	Not Specified	22866	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
78.	Marcucci, Audrey J.	Not Specified	24197	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUC

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
79.	Martin, Jimmy Charles	Not Specified	25173	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
80.	Martinez, Marilyn	Not Specified	25766	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
81.	Mary Ellen Williams Trust	Williams, Mary	26424	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
82.	Maxfield, Gerard Peter	Not Specified	23716	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
83.	McAllister, Donna	Mccallister, Carl	25711	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
84.	Mcallister, Donna J	Not Specified	25073	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
85.	McCarthy Sr, Jerome Devins	Not Specified	23066	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
86.	Meeler, Katheren	Not Specified	23283	503(b)(9)	No Evidence of Death on or Between 3/15/19 and 10/9/19
87.	Mellene, Charlotte C.	Not Specified	21506	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
88.	Membrila, Olga J	Not Specified	25119	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
89.	Messer, Donna Mae	Not Specified	24100	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
90.	Morris, James R.	Not Specified	23885	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
91.	Mundy, Lorene G.	Not Specified	24164	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
92.	Nappi, Amelia	Not Specified	21342	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
93.	O'Brien, Mearl E	Not Specified	23936	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
94.	O'Hara, Rose E.	Not Specified	25658	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
95.	O'Heran-Rettenmaier, Helen	Not Specified	23536	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
96.	O'Keefe, Eugene T.	Not Specified	24175	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
97.	O'Neill, James	Not Specified	25188	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
98.	Oney, Vonda L.	Not Specified	22721	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
99.	Parry, William	Parry, William	24523	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
100.	Peona, Alessio J.	Not Specified	25035	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
101.	Pheagin, Marilyn	Not Specified	22559	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
102.	Piland, Minnie	Piland, Minnie	23553	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
103.	Plenty, Dal	Not Specified	26589	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
104.	Prindle, Joan A.	Not Specified	24323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Debtors' Forty-Seventh Omnibus Objection to Claims
Exhibit A - Reclass to GUC

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
105.	Raimondi, Vickie A.	Not Specified	21069	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
106.	Renn Jr., Lawrence James	Not Specified	22722	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
107.	Reynolds, Judith E	Not Specified	20943	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
108.	Rogers, Barbara Alice	Not Specified	26240	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
109.	Sanchez, Debra	Null, Reva	26487	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
110.	Shaffer, Thomas David	Not Specified	25369	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
111.	Shawhan, Luella	Not Specified	25594	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
112.	Silvey, Daphene S.	Not Specified	25360	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
113.	Sinkiewicz, Robert W.	Not Specified	23560	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
114.	Skinner, James C.	Skinner, Avon	21151	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
115.	Smith, Roosevelt	Not Specified	23593	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
116.	Snyder, Don Hax	Not Specified	21247	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
117.	Spanitz, Rosemarie	Not Specified	25165	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
118.	Sparks, Nanci	Wright, Joyce	20676	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
119.	Sponziello, Peter D.	Not Specified	21956	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
120.	Stephenson, Norman Carl	Not Specified	21300	Priority	Below threshold for Sears Retiree Class Membership
121.	Surles, Balam A.	Not Specified	24261	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19
122.	The Estate of Jane F. Landauer	Landauer, Jane	21187	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
123.	Thomas P. Reidy (Living Trust Beneficiaries)	Not Specified	26547	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
124.	Tibbott, Barbara D.	Not Specified	21914	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
125.	Tibbott, Barbara D.	Not Specified	22608	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
126.	Tyson, Dolores	Not Specified	23125	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
127.	U'Ren, William D.	Not Specified	23990	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
128.	Wakefield, Richard	Not Specified	23564	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
129.	Wallace, Virginia Maxine	Not Specified	22118	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
130.	Ward, Jr., Perle	Ward, Perle	21752	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19

Schedule of Claims to be Reclassified					
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Asserted Claim	Reason for Reclassification
131.	Wass, Carolene	Not Specified	25323	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
132.	Wilson, Mary	Wilson, Mary	22634	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
133.	Windhausen, Karen	Not Specified	23332	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
134.	Young, Frank	Young, Franklin	23712	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
135.	Younge, Sr., George E.	Not Specified	22041	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
136.	Yzaguirre, Gilbert M	Not Specified	22647	Priority	No Evidence of Death on or Between 3/15/19 and 10/9/19
137.	Zurn, Carol J.	Not Specified	23236	Secured	No Evidence of Death on or Between 3/15/19 and 10/9/19

Exhibit 2

Disallowed Claims

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
1.	Avanti, Louisa	14313	503(b)(9)	-	Claimant not a retiree entitled to paid-up life insurance benefit
2.	Beck, Thomas	22017	Priority	\$10,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
3.	Bell, Victor J.	18825	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
4.	Brandenburg, Walter E	22478	Priority	\$9,500.00	Duplicate of claim 23766
5.	Brandt, Jerry L	21736	Priority	\$8,500.00	Duplicate of claim 21760
6.	Brandt, Jerry L	21756	Priority	\$8,500.00	Duplicate of claim 21760
7.	Brandt, Jerry Lee	21755	Priority	\$8,500.00	Duplicate of claim 21760
8.	Byrd, Geraldine	21059	Priority	\$100,000.00	Duplicate of claim 23051
9.	Callahan, Dennis Charles	23465	Priority	\$5,000.00	Duplicate of claim 24658
10.	Clark, Kimberly	24678	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
11.	Coleman Dixon, Johnniemae	18719	Priority	\$1,282.81	Claimant not a retiree entitled to paid-up life insurance benefit
12.	Conner, Deborah E.	26214	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
13.	Darlington (Deseased), Mary L.	22406	Priority	\$5,860.00	Duplicate of claim 22912
14.	Engholm, Theresa A.	18555	Priority	\$19,883.92	Claimant not a retiree entitled to paid-up life insurance benefit
15.	Fleck, Ronald L	10423	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
16.	Hanesworth, Daniel J	18576	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
17.	Herring, Jimmie L	20722	Priority	\$6,200.00	Duplicate of claim 23040
18.	Hofmann, Jr., Adolf H.	21206	Priority	\$25,500.00	Duplicate of claim 24046
19.	Holt, Robie Reid	25999	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
20.	Igel, Marlene	7709	Priority	\$5,400.00	Claimant not a retiree entitled to paid-up life insurance benefit
21.	Ikegami, Carol	24447	Priority	\$10,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
22.	Jones, Dianna	19198	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit

Schedule of Claims to be Disallowed					
Ref #	Name of Claimant	Affected Proof of Claim No.	Asserted Claim	Asserted Claim Amount	Reason for Disallowance
23.	Laack, Carla J	18000	Priority	\$21,600.94	Claimant not a retiree entitled to paid-up life insurance benefit
24.	Marlatt, Roy	22194	Priority	\$5,000.00	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
25.	Massy, Margaret	21028	Secured	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
26.	McMahon, Helene	16767	Secured	\$89.04	Claimant not a retiree entitled to paid-up life insurance benefit
27.	Morris, Robert Douglas	21159	Priority	\$8,500.00	Duplicate of claim 24807
28.	Noble, Jay	26474	Priority	\$50,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
29.	Onofry, Peter D	18245	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
30.	Patterson, Shawn	17647	Priority	-	No supporting documentation provided indicating purported retiree entitled to any claim against Debtors
31.	Pierce, Joseph	22740	Priority	-	Claimant not a retiree entitled to paid-up life insurance benefit
32.	Sanderson, Edward	25463	Priority	\$9,500.00	Claimant not a retiree entitled to paid-up life insurance benefit
33.	Santiago, Luciano Pagan	23073	GUC	\$150,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
34.	Scheidell, Richard Lee	21009	GUC	\$7,100.00	Duplicate of claim 21827
35.	Smith, Eddie	23179	Priority	\$5,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
36.	Stephens, David	25560	Secured	\$25,000.00	Claimant not a retiree entitled to paid-up life insurance benefit
37.	Weldon, Lylalee L.	26032	503(b)(9)	\$18,800.00	Duplicate of claim 26158
38.	Wiegand, Sandra M	12499	Priority	\$500.00	Claimant not a retiree entitled to paid-up life insurance benefit
39.	Willett, Morris LeVan	20748	Priority	\$15,000.00	Duplicate of claim 21052
40.	Zahner, Dane Grant	11210	Priority	\$24,800.00	Claimant not a retiree entitled to paid-up life insurance benefit
41.	Zhang, Xiaolin	10019	Priority	\$15,914.88	Claimant not a retiree entitled to paid-up life insurance benefit

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(RECLASSIFY OR DISALLOW RETIREE CLAIMS)**

Upon the *Debtors' Forty-Seventh Omnibus Objection to Proofs of Claim*
(*Reclassify or Disallow Retiree Claims*), filed on [May 26](#), 2022 ([ECF No. 10456](#))
(the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and
debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”),
pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342)
(the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

(the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and ~~the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “Hearing”); and upon the record of the Hearing, and~~ upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order, section 502 of the Bankruptcy Code, and Bankruptcy Rule 3007, (i) each proof of claim listed on **Exhibit 1** annexed hereto is reclassified in its entirety to a general unsecured claim, and (ii) each proof of claim listed on **Exhibit 2** annexed hereto is disallowed and expunged in its entirety.

3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated _____, 2022
: White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE